

15 - 07 - 98

The Companies Act 1985

Company Number: 3589962

SPECIAL RESOLUTION

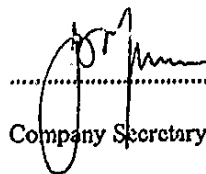
OF

THE ALEHOUSE GROUP LIMITED

The following Resolution of the above-named Company was proposed as a special resolution and passed at an Extraordinary General Meeting duly convened and held on 3rd July 1998

THAT

- 1 The regulations contained in the document produced to the meeting and signed for identification by the Chairman be adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.
- 2 The capital of the Company be increased to £3,865,492 by the creation of 24,000 Ordinary Shares of 1p each, such shares ranking pari passu for all purposes with existing Ordinary Shares of 1p each in the capital of the Company, 5,649,600 Preferred Ordinary Shares of 1p each and 5,625,600 A Ordinary Shares of 1p each, having the rights and being subject to the restrictions attaching thereto under the new articles of association of the Company adopted pursuant to paragraph 1 of this resolution.
- 3 The Directors are generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot and issue 5,649,600 Preferred Ordinary Shares of 1p each within one month of the date of this resolution (on the expiration of which this authority shall expire) and the Directors shall have power to exercise the authority hereby conferred upon them to allot such shares to such persons and on such conditions as they may in their discretion determine as if section 89(1) and 90(i) of the Companies Act 1985 did not apply thereto.


.....
Company Secretary

